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September 22, 2000

STEPHEN R. LOONEY
BOARD CERTIFIED TAX LAWYER
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VIA FEDERAL EXPRESS
Florida Department of State
Division of Corporations
Attn: New Filing Section
409 East Gaines Street
Tallahassee, FL 32301

400003403454--2
-09/25/00-01143-007
*****78.75 *****78.75

Re: Articles of Incorporation of The Computer Shop, Inc.

Gentlemen:

Enclosed are an original and one copy of the Articles of Incorporation of The Computer Shop, Inc., together with a check for \$78.75 to cover the \$35.00 filing fee, \$35.00 fee for designation of registered agent and \$8.75 certified copy fee.

In a telephone call to your offices last month, my Secretary was told that the name "The Computer Shop, Inc." would be available for use on September 25, 2000. If there is any problem with incorporating under the name "The Computer Shop, Inc.", please contact us at your earliest convenience.

Once the Articles of Incorporation have been filed, the certified copy should be returned to this office.

Sincerely,

signed in Steve Looney's absence to avoid delay in transmittal
by Linda Sigler, Secretary to Stephen R. Looney

Stephen R. Looney / ls
Stephen R. Looney

SRL/lis
Enclosures
ORL1 #595045 v1

FILED
00 SEP 25 AM 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESSER SEP 20 2000

**ARTICLES OF INCORPORATION
OF
THE COMPUTER SHOP, INC.**

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be THE COMPUTER SHOP, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal office of this Corporation shall be located at 1012 E. Silver Springs Boulevard, Suite D, Ocala, Florida 34470.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is ten thousand (10,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

**ARTICLE IV - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT**

The initial street address of the registered office of this Corporation in the State of Florida shall be 1012 E. Silver Springs Boulevard, Suite D, Ocala, Florida 34470. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is JONATHAN SMITH-PARKER. The Board of Directors may from time to time designate a new registered agent.

ARTICLE V - INCORPORATOR

The name and address of the incorporator of this Corporation is:

<u>Name</u>	<u>Address</u>
Jonathan Smith-Parker	1012 E. Silver Springs Boulevard Suite D Ocala, Florida 34470

ARTICLE VI - INITIAL BOARD OF DIRECTORS

- A. The initial number of directors of this Corporation shall be two (2).
- B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. The name and address of the initial members of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Address</u>
Jonathan Smith-Parker	1012 E. Silver Springs Boulevard Suite D Ocala, Florida 34470
Teresa Smith-Parker	1012 E. Silver Springs Boulevard Suite D Ocala, Florida 34470

ARTICLE VII - PURPOSE

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

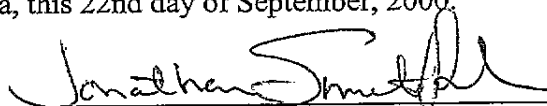
ARTICLE VIII - DATE OF EXISTENCE

This Corporation shall exist perpetually, commencing on the date these Articles of Incorporation are filed with the Secretary of State's office.

ARTICLE IX - INDEMNIFICATION


This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Ocala, Florida, this 22nd day of September, 2000.


Jonathan Smith-Parker

00 SEP 25 AM 9:40
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature: 
Jonathan Smith-Parker
Date: September 22, 2000 ORL1 #594900 v1